

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)
-----)

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

Larry B. Pascal, being duly sworn, upon his oath, deposes and says:

1. I am a partner of **Haynes and Boone, LLP** located at 2323 Victory Ave., Suite 700, Dallas, TX 75219 (the "Firm").

2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates, other than those disclosed in the following subparagraphs.

- a. The Firm was retained and represented Perot Investments, Inc., a member of the DIP lending group, in reviewing the DIP loan documents for these Chapter 11 cases.
- b. The Firm was engaged by and represented Hillwood Residential Services, L.P. to assist in the purchase of a note from GMAC, unrelated to the Chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors do not owe the Firm for prepetition services.

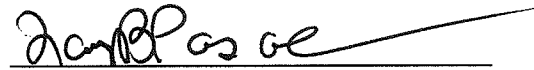
8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of


its employment, if the Firm should discover any facts bearing on the matters described herein,
the Firm will supplement the information contained in this Affidavit.

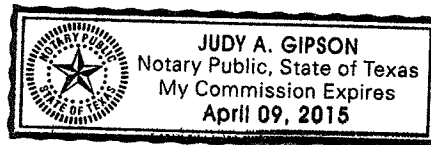
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on August 7, 2012.


Larry B. Pascal

Sworn to and subscribed before me
this 7th day of August, 2012


Notary Public



In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the “Debtors”)

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Haynes and Boone, LLP
2323 Victory Ave., Suite 700
Dallas, TX 75219

2. Date of original retention: The Firm was first retained in March of 2010. The
Firm began work on the current matter currently as of June 20, 2012.

3. Brief description of legal services to be provided:

Sale of distressed bi-national loans to certain borrowers

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): hourly \$350.00

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

Less than \$50,000 per month.

The terms of our employment are subject to the Ordinary Course Professionals Order entered on July 17, 2012 by the Bankruptcy Court in connection with these Chapter 11 bankruptcy cases.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: N/A

Source of claim: N/A

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: _____

Date claim arose: _____

Source of Claim: _____

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: _____

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Kind of shares: _____

No. of shares: _____


9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: N/A

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: N/A

Name: 
Larry B. Pascal

Title: Partner